

NAVIGATING BREXIT

Starting a business in Belgium



Starting a new business is always fraught with risk, but it can be all the more complex in a foreign country. Preparation is essential to ensuring success and selection of the most appropriate legal and tax structure for your particular business needs is a key decision.

Setting up a subsidiary

A foreign company that wants to set up a business in Belgium will often set up a subsidiary. This subsidiary will be subject to Belgian law and must have a legal status recognised by Belgian law. The deed of incorporation must be drafted by a notary in Belgium and lodged with the Commercial Court. Once the articles of association have been published, the company must register with the Crossroads Bank for Enterprises and demonstrate experience and expertise in managing a company.

Setting up a branch office

Alternatively, to operate a business in Belgium, a foreign company may choose to register as a branch office. The branch office will remain subject to the law of the country of origin but it must be represented in Belgium by a legal representative. In addition, the deed of incorporation plus any amendment to the articles of association must be translated into French or Dutch and lodged with the Commercial Court. Finally, the company must be registered at the Crossroads Bank for Enterprises and entrepreneurial skills must be proven.

For those in the financial services industry, your decision to set up a subsidiary or a branch office may also be impacted by regulatory considerations. As a result you need to be able to rely on a trusted advisor who can give you guidance on legal, regulatory and tax implications to help you choose the optimal structure for your new business. Your advisors will also require an

understanding of the bureaucratic and legal hurdles facing entrepreneurs wishing to incorporate a subsidiary or register a branch office in Belgium.

How Mazars can help you

Setting up your business

Working with our UK colleagues, our highly experienced legal, regulatory and tax experts at Mazars Belgium can provide you with support at every stage of your journey, from choosing the legal entity that is right for you through to registration. Our support can include:

- Selection of the most appropriate legal structure to meet your objectives and regulatory requirements;
- Identification of the most favourable income tax status and any tax or investment incentives available to you;
- In the case of a subsidiary, assistance with the preparation of the financial plan / articles of association / incorporation in both Dutch/French and English. Mazars Belgium is also able to represent you before the Belgian notary; and
- In the case of a branch office, assistance with the preparation of the necessary resolutions, documentation and translations. We will also make sure all documents are lodged with the Commercial Court.

Once the subsidiary has been set-up or the branch office has been opened, our experts can take care of all the other administrative formalities such as registration of the subsidiary / branch office with the Crossroads Bank for Enterprises, social security services, VAT administration etc.

If required, we can also assist you with applications for work permits and/or temporary residence visas for your foreign employees (non EU citizens) to work in Belgium.

Ongoing legal and corporate support

Once your business has been established, Mazars Belgium can provide you with the full range of company secretarial services.

Our experts can help you keep up to date and meet your corporate compliance obligations by drafting corporate housekeeping documents, changing the set-up of the board and day-to-day management, moving a registered office, appointing/replacing the auditor, updating the shareholders' register etc.

We can also assist your company with setting-up, processing, coordinating and follow-up of all payroll and HR related processes in Belgium, including drafting of employment agreements and regulations.

Finally, our legal experts can provide advice on all types of business contracts and policies, including distribution contracts (e.g. agency, franchise agreements), licence agreements and management services agreements.

Our approach

By understanding your strategic aims at the outset of the project we seek to ensure the legal structure we recommend is fully aligned with these goals. We understand that setting up a business is not just about legal form and tax; regulatory and financial considerations are as, and sometimes more, important. Our legal team therefore works closely with our regulatory, accounting, tax and HR experts both in the UK and in Belgium to provide you with the most appropriate solution to address your business challenges.

Our multi-disciplinary approach is tailored to your business needs. By providing a single point of contact we are able to provide access to other subject matter experts within Mazars Belgium and in the UK. We are confident our highly collaborative and pragmatic approach, combined with deep local knowledge and experience will guarantee the success of your project in Belgium.

Please get in touch...

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